

LEGISLATURE OF NEBRASKA

ONE HUNDRED FIRST LEGISLATURE

SECOND SESSION

LEGISLATIVE BILL 791

FINAL READING

Introduced by Pirsch, 4.

Read first time January 07, 2010

Committee: Government, Military and Veterans Affairs

A BILL

1 FOR AN ACT relating to the Secretary of State; to amend section
2 21-2003, Revised Statutes Supplement, 2009; to provide
3 for the electronic filing of documents as prescribed; to
4 harmonize provisions; and to repeal the original section.
5 Be it enacted by the people of the State of Nebraska,

1 Section 1. The Secretary of State may provide for
2 the electronic transmission and filing of documents delivered
3 for filing under (1) the Business Corporation Act, the Limited
4 Liability Company Act, the Nebraska Limited Cooperative Association
5 Act, the Nebraska Nonprofit Corporation Act, the Nebraska
6 Professional Corporation Act, the Nebraska Uniform Limited
7 Partnership Act, the Nonstock Cooperative Marketing Act, the
8 Uniform Partnership Act of 1998, and the Trademark Registration
9 Act and (2) any filing provisions of sections 21-1301 to 21-1306,
10 21-1333 to 21-1339, and 87-208 to 87-220. The Secretary of State
11 shall adopt and promulgate rules and regulations to implement this
12 section.

13 Sec. 2. Section 21-2003, Revised Statutes Supplement,
14 2009, is amended to read:

15 21-2003 (1) A document shall satisfy the requirements of
16 this section and of any other provision of law that adds to or
17 varies these requirements to be entitled to filing by the Secretary
18 of State.

19 (2) The Business Corporation Act shall require or permit
20 filing the document in the office of the Secretary of State.

21 (3) The document shall contain the information required
22 by the act. It may contain other information as well.

23 (4) The document shall be typewritten or printed.

24 (5) The document shall be in the English language. A
25 corporate name shall not be required to be in English if written

1 in English letters or Arabic or Roman numerals. The certificate of
2 existence required of foreign corporations shall not be required to
3 be in English if accompanied by a reasonably authenticated English
4 translation.

5 (6) The document shall be executed:

6 (a) By the chairperson of the board of directors of a
7 domestic or foreign corporation, by its president, or by another of
8 its officers;

9 (b) If directors have not been selected or the
10 corporation has not been formed, by an incorporator; or

11 (c) If the corporation is in the hands of a receiver,
12 trustee, or other court-appointed fiduciary, by that fiduciary.

13 (7) The person executing the document shall sign it and
14 state beneath or opposite his or her signature his or her name
15 and the capacity in which he or she signs. The document may, but
16 shall not be required to, contain (a) the corporate seal, (b) an
17 attestation by the secretary or an assistant secretary, and (c) an
18 acknowledgment, verification, or proof.

19 (8) If the Secretary of State has prescribed a mandatory
20 form for the document under section 21-2004, the document shall be
21 in or on the prescribed form.

22 (9) The document shall be delivered to the Secretary of
23 State for filing and shall be accompanied by one exact or conformed
24 copy, except as provided in sections 21-2033 and 21-20,176, the
25 correct filing fee, and any tax, license fee, or penalty required

1 by law. For purposes of this subsection, delivered means physical
2 delivery of the document by hand, mail, or commercial delivery and
3 does not include delivery by electronic transmission.

4 Sec. 3. Original section 21-2003, Revised Statutes
5 Supplement, 2009, is repealed.